

BYLAWS OF THE LANDER UNIVERSITY BOARD OF TRUSTEES

I. Board Organization

- 1.1 In accordance with the statutes of the State of South Carolina, the final authority and responsibility for the governance of Lander University is vested in the Lander University Board of Trustees.

- 1.2 The membership of the Board of Trustees is established by statute and consists of one member from each of the congressional districts in South Carolina and eight members at large, elected by the General Assembly for terms of four years each; one member appointed by the Governor; and one ex-officio member who shall be the Governor (or his/her designee).

- 1.3 The Board of Trustees shall elect from among its members a chair, a vice-chair, and a secretary, each of whom shall serve for two-year terms. No officer shall serve more than two full terms in succession. The chair shall preside at all meetings of the Board of Trustees. In the event of the absence of the chair at a Board meeting, the vice-chair shall preside. In the event neither is present, the secretary of the Board of Trustees shall preside.

The election of officers shall take place at the last regularly scheduled Board meeting in June of each odd-numbered year, or as soon

thereafter as practical. At a time reasonably in advance of the election, the Chairman shall appoint a nominating committee consisting of at least three (3) people other than him or herself who shall submit a board slate. In making its selections the committee should not poll the membership but should contact potential nominees in advance of making its nominations. No members of the committee shall be one its nominees. Nominations may also be made from the floor. *It is contemplated that the Vice Chair will become the Chair when the next succession occurs.*

Officers shall serve a two-year term commencing on July 1 of the year of election and ending on June 30 of the next election year or at such time as a successor has been elected. In the event of a vacancy, that vacancy may be filled by election at a subsequent board meeting or the Board may leave the office vacant until the next regular election. Any person elected to fill an unexpired term shall serve the remainder of that term and shall not be disqualified from serving two full terms.

- 1.4 The Board of Trustees may elect a recording secretary who need not be a member of the Board.

- 1.5 An Executive Committee shall be formed consisting of the chair, the vice-chair, the secretary, and the committee chairs. The past chairs shall serve as non voting members of the executive committee.
- 1.6 The chair, vice-chair, secretary, recording secretary or any of the Executive Committee members may be removed from their offices by a majority vote of the entire membership of the Board of Trustees.
- 1.7 The Board of Trustees shall establish such Standing Committees from among its own members and/or of the administrative officers and faculty of the University as it deems necessary or advisable for the best discharge of its responsibilities in supervising the operation of the University. The Board Chair shall appoint committee members and committee chairs. No Board members shall serve on more than one Standing Committee at any one time. Such committees shall meet as necessary for the discharge of their responsibilities.
- 1.8 Ad Hoc Committees may be established by the Board of Trustees or the Chair for specific and limited purposes. In order for a committee to be deemed ad hoc, a majority of Board members present and voting must so approve. Ad hoc committee members and chairs shall be appointed by the Board Chair. Such committees shall meet as necessary for the discharge of their responsibilities.

- 1.9 At least four regular meetings of the Board of Trustees shall be held each year, scheduled as the business of the University may require. These meetings, if possible, shall be scheduled quarterly. All meetings of the Board of Trustees and its committees shall be conducted in full compliance with the South Carolina Freedom of Information Act. Any meeting may be continued by adjournment from day to day, or there may be an adjournment sine die. At regular meetings any business relating to the University may be discussed and transacted.
- 1.10 Besides the regular meetings, the Chair of the Board of Trustees shall have power to assemble the Board at anytime in special meetings, and it shall be his/her duty to do so upon the written request of three members of the Board or of the President of the University.
- 1.11 Voting shall be by voice and shall not be recorded by yeas or nays. Any member may request a divided vote by a show of hands, prior to the results of the voice vote being announced. Five members may request a roll call of each member to be recorded provided the roll call is requested prior to the results of the vote being announced. Voting may also be conducted via teleconferencing if deemed necessary by the Board chair.
- 1.12 On any action taken by the Board of Trustees involving tuition or general fee increases, a recorded vote is required.

- 1.13 No member shall vote or participate in discussion on any issue in which that member has a personal, professional or financial interest. Prior to action having been taken by the Board of Trustees on a specific issue, any member may raise the issue of conflict of interest of any other member and the Chair shall rule. The Chair's ruling may be appealed to the entire Board of Trustees with the majority of those in attendance deciding.
- 1.14 Procedure in all meetings shall be governed by Robert's Rules of Order as revised, except when such rules conflict with these Bylaws.
- 1.15 A majority of the total membership of the Board of Trustees shall constitute a quorum.
- 1.16 The President of the University shall be expected to be present at all meetings of the Board of Trustees, unless the Board meets in Executive Session and, by majority votes, he/she is specifically excluded.
- 1.17 A designated faculty member (elected by the faculty as a whole) may sit with the Board in open session and, when recognized by the Chair for such purpose, may speak on matters of which he/she has special knowledge and which may be of concern to the faculty. He/she is not deemed to be a member of the Board and shall have no vote.

- 1.18 Any member of the Board of Trustees is subject to being removed from office by the Governor of South Carolina if that member is guilty of malfeasance, misfeasance, incompetency, absenteeism, conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity pursuant to Section 1-3-240 of the South Carolina Code of Laws.

II. ADMINISTRATION OF THE UNIVERSITY

2.1 Vesting of Authority

The authority for the administration of Lander University is vested by the Board of Trustees in the Office of the President and such subordinate officers as may from time to time be appointed by the President.

2.2 Appointments and Terms

The President is appointed by the Board of Trustees to serve for such term and on such conditions as they consider appropriate.

2.3 The President

- (a) The President is the chief executive officer of the University and Chair of the Faculty. He/she is vested to act for the Board of Trustees in administering the University, and he/she is responsible for achieving the stated purpose of the University and for its ongoing operations. To this end, the President shall have the foregoing general powers, the specific powers as defined

elsewhere in this document, and all powers commonly associated with and required for the discharge of the duties of a chief executive of a university.

- (b) In his/her role as the guardian of the interests of the Board of Trustees, he/she is responsible for monitoring all actions of staff and faculty to ascertain if they are in accord with the stated purposes, policies and bylaws of the University. He/she has the authority to annul any action of the staff or faculty when in his/her judgment such action is not in harmony with the purposes, policies and bylaws of the University or when he/she judges such actions to be unwise. If he/she annuls any action of the faculty he/she will present his/her reasons for the annulment in writing to the Board and to the faculty. By a majority vote of the faculty as a whole, the President's annulment of a faculty action may be appealed to the Board.
- (c) Certain powers and duties herein given to or required of the President may be delegated appropriately by the President to other University officers; however, under no circumstances does this delegation of authority reduce the responsibility of the President to the Board of Trustees for any and all acts performed as a result of his/her delegation of authority.

- (d) The President, in consultation with the Board, will review the University's mission statement at least every third year and approve needed changes to the statement, in accordance with policy established by the South Carolina Commission on Higher Education.
- (e) The President shall serve as the official agent of communications between the Board of Trustees and the University: faculty, administrative officers, individual members of the staff, university organizations, student organizations, and students.
- (f) Generally, the President or his/her designee shall represent the University in its relationships with related associations, other institutions, the news media, government agencies, alumni, and the general public.
- (g) The President is a member of the Faculty and the President or, in his/her absence, the Provost and Vice President for Academic Affairs, presides at its formal meetings. He/she reports regularly to the Board of Trustees on the condition of the University and proposes programs and courses of action requiring Board of Trustees' approval.
- (h) The President, along with the Provost and Vice President for Academic Affairs, shares with the Faculty the responsibility for

proposing educational programs and policies. He/she is also responsible for the orderly implementation of educational programs and policies.

- (i) The President is responsible for the orderly management of fiscal and personnel affairs and the auxiliary enterprises of the University, including fund raising, as well as for the maintenance and development of its financial and physical resources.
- (j) The President is responsible for the formulation of policies regarding the operation and development of the library, including the allotment of budgeted funds to particular departments and other units as well as the implementation of the selection and use of library materials (subject to the general responsibility of the staff and faculty in the selection and use of library materials).
- (k) The President is responsible for the orderly conduct of the intercollegiate athletic programs of the University. The President has the powers necessary to discharge this responsibility, to propose policies and programs, and to implement them.
- (l) The President is responsible for the development of policies and programs which will enhance the quality of campus life in its broadest scope. To this end, the President is authorized to employ administrative officers and staff personnel to conduct social and

cultural programs and to make provisions within annual budgets for the support of these programs.

- (m) The President is responsible for the development and administration of policies governing student conduct on campus and the use of University facilities.
- (n) The President is expressly empowered to approve the conditions under which initial appointments are made, renewals of appointments, promotions in rank, compensation, conferral of tenure, and the termination of faculty and staff members in accordance with the stipulations set forth in this document. If requested by the President, the appropriate vice president or other officer of the University is responsible for making recommendations to the Presidents in respect to all such matters.
- (o) It will be the responsibility of the President to develop procedures for the annual evaluation, in writing, of the other officers of the University.

2.4 Other Officers of the University

- (a) Subject to approval of the Board, the President may establish such other officers of the University as he/she may deem appropriate.

- (b) Such officers shall be appointed by the President and serve at his/her pleasure. Such officers shall have the duties, powers, and reporting responsibilities as designated by the President.
- (c) The President will periodically furnish to the Board a description of the duties, powers, and reporting responsibilities of all officers of the University.

III. The Faculty of the University

3.1 Membership

The Faculty consists of the President of the University, the Provost and Vice President for Academic Affairs; and anyone holding the rank of Instructor, Assistant Professor, Associate Professor, or Professor, including “Visiting” positions.

3.2 Duties of the Faculty

- (a) The Faculty has the principal responsibility for the instructional programs of the University. The chief duty of each faculty member is to teach effectively the subject matter of the courses which he/she is assigned. He/she shall also serve on such committees as he/she may be elected to or appointed to by the appropriate authority. By precept, example, and in all his/her relations with students, he/she shall encourage scholarship, good

citizenship, and campus cohesiveness, and shall be responsible for furthering all the programs and aims of the University.

(b) While effective teaching, scholarship and service are the primary obligations of its members, the faculty is also concerned with recommending academic policies and enhancing the quality of the performance of its members through professional development.

(c) Other areas in which the faculty shares responsibility for policy include admissions, curriculum, academic standards, promotion, tenure, and graduation requirements.

IV. Retained Authority

4.1 General

Although authority for administration of the campus is delegated to the President, the Board of Trustees reserves its right to intervene in all matters pertaining to the University.

4.2 Appeals

The Board shall review appeals of faculty members regarding compensation, promotion, work assignment, and dismissal upon such terms and conditions as the Board may from time to time adopt, including the creation of a committee to review such appeals. However, any appeal to the Board of Trustees or its designated

committee shall consist only of the evidence entered into the record at the hearing or proceeding before the Academic Freedom, Grievance, and Due Process Committee. In the appeal the Board of Trustees or its designated committee shall receive no new evidence. The Board shall not review appeals of faculty members regarding tenure or non-renewal of an employment contract. The Board shall review appeals as provided elsewhere in these Bylaws and may review appeals on other issues at its discretion.

4.3 Honors

The Board shall approve the granting of honorary degrees and the Lander University Medallion of Honor.

4.4 Evaluation of the President

In accordance with applicable law, it is the responsibility of the Board to evaluate annually the performance of the President of the University. The evaluation will be based upon procedures and criteria established by the Board and may involve the services of outside consultants if deemed advisable by the Board.

4.5 Faculty Bylaws

The Board shall approve the Faculty Bylaws and any amendments thereto before adoption.

4.6 Tenure

Upon recommendation of the President, who will have consulted with the tenured members of the appropriate department, the Board may confer tenure upon newly appointed senior university officials, deans and department chairs. Normally, senior faculty members appointed with tenure will have held tenured positions in other four-year institutions or have held academic appointments elsewhere for at least six years.

V. Amendments

- 5.1 Proposed amendments may be presented to the Board by any member of the Board, by the President, or, when transmitted through the President, by the Faculty.
- 5.2 Proposed amendments must be submitted in writing to all members of the Board at least thirty (30) days before the meeting in which action is to be taken. This requirement may be waived by unanimous consent of those members present at such meeting, provided that at least a majority of the members of the Board are present. If the thirty (30) day requirement is so waived then in order for a proposed amendment to be approved, two-thirds (2/3) of the full membership of the board must vote for approval.
- 5.3 These Bylaws may be amended by vote of two-thirds (2/3) of the full membership of the Board.

These Bylaws adopted this 9th day of June, 1992
Amended June 9, 1993
Amended September 16, 1997
Updated: December 15, 2005
Amended June 12, 2007
Amended September 21, 2010
Amended June 11, 2014
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